

P2000020775

Florida Department of State  
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
KANECODE HOLDINGS USA, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	04
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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
KANECODE HOLDINGS USA, INC.**

**ARTICLE I: NAME**

1. The name of the corporation shall be KaneCode Holdings USA, Inc. (the “**Corporation**”).
2. The Articles of Incorporation of the Corporation, originally filed March 9, 2020, under Document No. P20000020775, are hereby deleted in their entirety and amended and restated to read as follows:

**ARTICLE II: INITIAL PRINCIPAL OFFICE**

The street and mailing address of the initial principal office of the Corporation is 1504 South Greenway Drive, Coral Gables, Florida 33134.

**ARTICLE III: PURPOSE**

The Corporation is organized to transact any or all lawful business for which corporations may be incorporated under the FBCA as it now exists or may hereafter be amended or supplemented.

**ARTICLE IV: SHARES**

1. The total number of shares that the Corporation is authorized to issue, and have outstanding at any time is 10,000,000 shares of common stock, par value \$0.001 per share (“**Common Stock**”).
2. Upon the effective date (the “Effective Date”) of the filing of these Amended and Restated Articles of Incorporation, each one (1) share of the Corporation’s common stock, par value \$0.01, that is issued and outstanding or held by the Corporation as treasury stock immediately prior to the Effective Date, is and shall be subdivided and reclassified into ten (10) fully paid, nonassessable shares of Common Stock, par value \$0.001 (the “Forward Stock Split”).

**ARTICLE V: COMMON STOCK**

1. Voting. The holders of Common Stock are entitled to one vote for each share of Common Stock held at all meetings of stockholders (and written actions in lieu of meetings).
2. Dividends. The holders of Common Stock shall be entitled to receive such dividends, if any, when, as and if declared by the board of directors of the Corporation out of funds legally available therefor.

#### **ARTICLE VI: ELECTION OF DIRECTORS**

Election of directors need not be by written ballot unless the bylaws of the corporation shall so provide.

#### **ARTICLE VII: INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 1504 South Greenway Drive, Coral Gables, Florida 33134. The name of the initial registered agent of the Corporation at that office is Pete R. Pizarro.

#### **ARTICLE VIII: CONSOLIDATION**

The Amended and Restated Articles of Incorporation consolidate all amendments into a single document.

#### **ARTICLE IX: REQUIRED ADOPTION INFORMATION**

The foregoing Amended and Restated Articles of Incorporation was adopted by the sole Shareholder and the sole Director of the Company on January 20, 2021 by unanimous written consent.

#### **ARTICLE X: EFFECTIVE DATE AND TIME**

The effective date and time of these Amended and Restated Articles of Incorporation shall be the date and time that these Amended and Restated Articles of Incorporation are filed with Florida Department of State, Division of Corporations.


\* \* \* \*

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in these Amended and Restated Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
Required Signature/Registered Agent

January 20, 2021

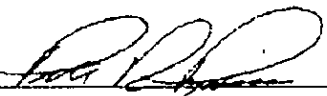
I submit these Amended and Restated Articles of Incorporation and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Florida Department of State constitutes a third-degree felony as provided for in Section 817.155 of the Florida Statutes.

  
Required Signature/Incorporator

January 20, 2021

IN WITNESS WHEREOF, the undersigned has duly executed these Amended and Restated Articles of Incorporation on this 20th day of January 2021.

KANECODE HOLDINGS USA, INC.

By:   
Pete R. Pizarro, Chairman